

IN WITNESS WHEREOF, each Party has caused this Amendment to be executed by its duly authorized representative.

Talk America Inc.

By: Alyssa T. Lamm IV

Printed: Alyssa T. Lamm IV

Title: VP - General Counsel

Date: 11/23/04

Wisconsin Bell, Inc. d/b/a SBC Wisconsin, by SBC Telecommunications, Inc., its authorized agent

By: Kathy J. Wilkinson

Printed: Kathy J. Wilkinson

Title: For/ Senior Vice President - Industry Markets & Diversified Businesses

Date: 12-2-2004

FACILITIES-BASED OCN # 5824

ACNA TUN